

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

LOUIS SCARANTINO, Individually and On )  
Behalf of All Others Similarly Situated, )

Plaintiff, )

v. )

CHEMTURA CORPORATION, CRAIG A. )  
ROGERSON, JEFFREY D. BENJAMIN, )  
TIMOTHY J. BERNLOHR, ANNA C. )  
CATALANO, JAMES W. CROWNOVER, )  
ROBERT A. DOVER, JONATHAN F. )  
FOSTER, JOHN K. WULFF, LANXESS )  
DEUTSCHLAND GMBH, and LANXESS )  
ADDITIVES INC., )

Defendants. )

Case No. 2:16-cv-06051-ER

**STIPULATION AND ~~PROPOSED~~ ORDER CLOSING CASE FOR ALL PURPOSES**

WHEREAS, on September 26, 2016, Chemtura Corporation (“Chemtura” or the “Company”) announced that it had entered into an Agreement and Plan of Merger, dated September 25, 2016, with Lanxess Deutschland GmbH (“Lanxess”) and LANXESS Additives, Inc. (“Merger Sub”) (the “Merger Agreement”), pursuant to which Merger Sub would acquire all of the outstanding shares of Chemtura and Chemtura stockholders would receive \$33.50 per share of Chemtura common stock (the “Transaction”);

WHEREAS, on November 4, 2016, defendants filed a Preliminary Proxy Statement (the “Proxy Statement”) with the United States Securities and Exchange Commission (“SEC”) in connection with the Transaction, which, among other things, (i) summarized the Merger Agreement, (ii) provided an account of the events leading up to the execution of the Merger Agreement, (iii) stated that the Chemtura board of directors determined that the Transaction was in the best interests of Chemtura’s stockholders and recommended the Transaction, and (iv)

summarized the valuation analyses and fairness opinion by Morgan Stanley & Co. LLC, Chemtura's financial advisor;

WHEREAS, on November 17, 2016, plaintiff Louis Scarantino ("Plaintiff") filed a Complaint for Violation of the Securities Exchange Act of 1934 in the above-captioned action (the "Action"), alleging that the Proxy Statement omitted material information with respect to the Transaction and that, accordingly, defendants violated Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 in connection with the Proxy Statement;

WHEREAS, on December 7, 2016 and January 17, 2017, defendants filed revised Proxy Statements, which addressed and mooted Plaintiff's claims alleged in the Action (the "Supplemental Disclosures");

WHEREAS, on February 1, 2017, Chemtura's stockholders voted to approve the Transaction;

WHEREAS, on February 9, 2017, the parties to the Action entered into a Stipulation and Proposed Order Dismissing Action With Prejudice as to Plaintiff Only and Retaining Jurisdiction to Determine Plaintiff's Counsel's Application for an Award of Attorneys' Fees and Reimbursement of Expenses (the "Stipulation of Dismissal"),

WHEREAS, on February 17, 2017, the Court entered the Stipulation of Dismissal, which dismissed the Action with prejudice as to Plaintiff only, and without prejudice as to all other members of the putative class, and retained jurisdiction over the parties for the purpose of determining Plaintiff's anticipated fee and expense application;

WHEREAS, after filing the Stipulation of Dismissal, the parties negotiated the terms of an agreed-upon payment of attorneys' fees and expenses, in the total amount of \$250,000 to be paid to counsel for Plaintiff and counsel for the plaintiff in the matter of *Paterson v. Chemtura Corp.*,

Case No. 2:16-cv-06626-ER (E.D. Pa.) (the “Paterson Action”), within ten (10) days of the filing of this Stipulation and a similar stipulation in the Paterson Action, thereby obviating the need for fee applications to be adjudicated by the Court;

**IT IS HEREBY STIPULATED AND AGREED**, by and between the undersigned attorneys for the respective parties:

1. This matter is fully resolved and no further issues remain in dispute, and the case file should be closed for all purposes;
2. The Court should no longer retain jurisdiction over this matter.

Dated March 18<sup>th</sup>, 2017

**RM LAW, P.C.**

**OF COUNSEL:**

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Inc.*

**IT IS SO ORDERED.**

Dated: 3/24, 2017

  
United States District Judge